

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, registered institution in securities, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred** all your shares in CMBC Capital Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**MAJOR TRANSACTION  
AMENDMENT AGREEMENT IN RELATION TO  
EXTENSION OF THE LOAN**

---

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definition" in this circular. A letter from the Board is set out on pages 4 to 9 of this circular.

25 April 2019

---

## CONTENTS

---

|   | <i>Pages</i> |
|---|--------------|
| <b>DEFINITIONS .....</b>                        | <b>1</b>     |
| <b>LETTER FROM THE BOARD .....</b>              | <b>4</b>     |
| <b>APPENDIX I – FINANCIAL INFORMATION .....</b> | <b>10</b>    |
| <b>APPENDIX II – GENERAL INFORMATION .....</b>  | <b>14</b>    |

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following terms shall have the following meanings:*

|                         |   |
|-------------------------|---|
| “Amendment Agreement”   | the amendment agreement dated 21 February 2019 entered into between CMBCCF and the Borrower, pursuant to which CMBCCF has agreed to extend the date of repayment of the Loan until 21 August 2019   |
| “Announcements”         | the announcements dated 17 August 2018 and 21 February 2019 made by the Company   |
| “associate”             | has the meaning ascribed to it under the Listing Rules  |
| “Board”                 | the board of Directors  |
| “Borrower”              | a company incorporated under the laws of the British Virgin Islands with limited liability. To the best of the knowledge of the Directors, the Borrower is an investment holding company  |
| “Borrower Share Charge” | a share charge executed by Fund A in favour of the CMBCCF by way of first fixed charge over all the issued shares of the Borrower   |
| “China Minsheng”        | China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange (stock code: 1988) and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600016), and the ultimate sole shareholder of CMBC Investment |
| “CMBC Investment”       | CMBC International Investment Limited (民銀國際投資有限公司), a company incorporated in the British Virgin Islands, and a controlling shareholder of the Company  |
| “CMBCCF”                | CMBC Capital Finance Limited, a limited liability company incorporated in Hong Kong and a direct wholly-owned subsidiary of the Company   |

---

## DEFINITIONS

---

|                                |  |
|--------------------------------|--|
| “Company”                      | CMBC Capital Holdings Limited (民銀資本控股有限公司), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 1141)                             |
| “connected person(s)”          | has the meaning ascribed to it under the Listing Rules   |
| “Director(s)”                  | the directors of the Company   |
| “Extended Maturity Date”       | 21 August 2019   |
| “Facility Agreement”           | the facility agreement dated 17 August 2018 entered into between CMBCCF and the Borrower, pursuant to which CMBCCF has agreed to make available to the Borrower the Loan   |
| “Fund A”                       | A limited partnership fund registered in the Cayman Islands, the general partner of which is wholly-owned by the Investment Company, and the legal and beneficial owner of all the issued shares in the Borrower |
| “Group”                        | the Company and its subsidiaries   |
| “HK\$”                         | Hong Kong Dollars(s), the lawful currency of Hong Kong   |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the PRC   |
| “Independent Third Party(ies)” | any person(s) who is/are not connected person(s) of the Company  |
| “Investment Company”           | a company incorporated in Hong Kong with limited liability   |
| “Latest Practicable Date”      | 18 April 2019 being the latest practicable date prior to the printing of this circular for ascertaining certain information  |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time  |

---

## DEFINITIONS

---

|                             |  |
|-----------------------------|--|
| “Loan”                      | the loan granted by CMBCCF to the Borrower in the principal amount of HK\$500,000,000 pursuant to the Facility Agreement                             |
| “PRC”                       | the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “PRC Company”               | A company incorporated in the People’s Republic of China and owned by Subsidiary B as to 25% of its registered capital                               |
| “PRC Share Charge”          | a share charge executed by Subsidiary B in favour of CMBCCF by way of first fixed charge over 25% of the registered capital of the PRC Company       |
| “RMB”                       | Renminbi, the lawful currency of the PRC   |
| “SFC”                       | The Securities and Futures Commission of Hong Kong   |
| “SFO”                       | The Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)   |
| “Shareholder(s)”            | holders of the Share(s)  |
| “Share Charges”             | the Borrower Share Charge, the Subsidiary A Share Charge, together with the PRC Share Charge   |
| “Stock Exchange”            | The Stock Exchange of Hong Kong Limited  |
| “Subsidiary A”              | A company incorporated in Hong Kong and wholly owned by the Borrower   |
| “Subsidiary A Share Charge” | a share charge executed by the Borrower in favour of the CMBCCF by way of first fixed charge over all the issued shares of Subsidiary A              |
| “Subsidiary B”              | A company incorporated in the British Virgin Islands and wholly owned by Subsidiary A  |
| “%”                         | per cent   |

---

## LETTER FROM THE BOARD

---



### CMBC CAPITAL HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1141)**

*Executive Directors:*

Mr. Li Jinze (*Chairman*)

Mr. Ding Zhisuo

Mr. Ng Hoi Kam

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Non-executive Directors:*

Mr. Ren Hailong

Mr. Liao Zhaohui

*Head Office and*

*Principal Place of Business:*

Units 6601A and 6607-6608

Level 66

International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

*Independent non-executive Directors:*

Mr. Lee, Cheuk Yin Dannis

Mr. Wu Bin

Mr. Wang Lihua

25 April 2019

*To the Shareholder*

Dear Sir or Madam,

## MAJOR TRANSACTION EXTENSION OF LOAN AGREEMENT

### I. INTRODUCTION

It was announced on 21 February 2019 that CMBCCF and the Borrower entered into the Amendment Agreement to extend the term of the Loan to the Extended Maturity Date.

The purpose of this circular is to provide you with, among others, (i) further details of the Amendment Agreement; (ii) the financial information of the Group; and (iii) other information as required under the Listing Rules.

Reference is made to the announcement of the Company dated 17 August 2018 in relation to the Facility Agreement pursuant to which CMBCCF, a wholly-owned subsidiary of the Company, agreed to provide the Borrower the Loan for a period of 6 months from utilisation date.

---

## LETTER FROM THE BOARD

---

On 21 February 2019 (after trading hours of the Stock Exchange), CMBCCF entered into the Amendment Agreement with the Borrower, pursuant to which CMBCCF has agreed to extend the date of repayment of the Loan until the Extended Maturity Date.

### THE FACILITY AGREEMENT AND THE AMENDMENT AGREEMENT

The principal terms of the Facility Agreement (as amended by the Amendment Agreement) are as follows:

|  |   |
|--|---|
| Date of the Facility Agreement:                                      | 17 August 2018  |
| Date of the Amendment Agreement:                                     | 21 February 2019  |
| Parties:   | i. CMBCCF as lender; and<br>ii. the Borrower  |
| Principal Amount of the Loan as extended by the Amendment Agreement: | HK\$500,000,000   |
| Conditions Precedent of the Amendment Agreement:                     | <p>The repayment of the Loan will be extended until the Extended Maturity Date upon satisfaction, <i>inter alia</i>, of the conditions precedent that CMBCCF has received all documents and other evidence as required under the Amendment Agreement not later than 21 February 2019 or such other date as may be agreed by CMBCCF.</p> <p>As of the date of this circular, all the conditions precedent have been satisfied.</p> |
| Interest:  | The interest rate on the Loan shall be 5.9% per annum effective from 21 February 2019 and up to the Extended Maturity Date.   |
| Fund allocation fee:   | The fund allocation fee on the Loan shall be 1.1% per annum effective from 21 February 2019 and up to the Extended Maturity Date.   |

---

## LETTER FROM THE BOARD

---

|                         |   |
|-------------------------|---|
| Arrangement fee:        | A non-refundable fee of HK\$10,000,000, being 2.0% of the Loan which was received by CMBCCF on 22 February 2019.  |
| Extended Maturity Date: | 21 August 2019  |
| Repayment:              | Subject as otherwise provided in the Facility Agreement and the Amendment Agreement, the Borrower shall repay the outstanding Loan in full on the Extended Maturity Date.   |
| Security:               | <p>The Loan will continue to be secured by, <i>inter alia</i>, the following:</p> <ul style="list-style-type: none"><li>– shortfall recovery arrangement provided by the Investment Company whereby the Investment Company undertakes to pay CMBCCF any shortfall amount between any amounts due from the Borrower under the Loan and the aggregate amount of proceeds received from other enforcement actions (i.e. enforcement of the Borrower Share Charge, the Subsidiary A Share Charge and the PRC Share Charge);</li><li>– the Borrower Share Charge;</li><li>– the Subsidiary A Share Charge; and</li><li>– the PRC Share Charge.</li></ul> |

### INFORMATION ON THE CREDIT RISK RELATING TO THE LOAN

The grant of the extension of the Loan was determined on the basis of CMBCCF credit assessments made on, *inter alia*, the background of the financial strength of the Investment Company and the assets charged pursuant to the Share Charges to secure the repayment of the Loan.

Specifically, the Investment Company is a subsidiary of a state-owned company in the PRC with proven track record. According to its financial statement as at 31 December 2018, the consolidated total asset of the Investment Company is approximately RMB5,000 million.



---

## LETTER FROM THE BOARD

---

With respect to the PRC Company, according to its audited financial statement as at 31 December 2017, the revenue and the profit of the PRC Company are approximately RMB1.1 billion and approximately RMB79 million, respectively. According to the information provided by the Borrower, the charged assets under the Share Charges were valued to be over RMB500 million as of 31 December 2018.

Although the Borrower is a holding company, the Company considers that it has a strong repayment ability because given its background, the Borrower is capable of obtaining (1) further funds from the banks and (2) dividend income to be received from the PRC Company. Further, in light of the assets owned by the Investment Company and the ability of the Investment Company to obtain capital contributions from its shareholder, and the value of the charged assets under the Share Charges, the Company is of the view that the securities provided by the Borrower and the Investment Company are sufficient to safeguard the interests of the Company.

As such, and taking into consideration the relatively short term of the grant of the extension of the Loan, the background and the financial strength of the Investment Company, the Company considers that the risks involved in the advance to the Borrower are relatively low.

The Borrower is an existing client of the Company. Neither the Borrower nor the Investment Company have any previous default on any loans provided by the Group. To the best of the knowledge, information and belief of the Directors, the Borrower did not have any credit rating as at the date of this circular.

### **REASONS FOR AND BENEFITS OF THE ENTERING INTO THE AMENDMENT AGREEMENT**

Taking into account the principal activities of the Group, the Directors consider that entering into the Amendment Agreement and the grant of the extension of the Loan thereunder are in the ordinary and usual course of business of the Group.

The Amendment Agreement has been entered into after arm's length negotiation between the parties and was on normal commercial terms based on the Company's credit policy and in line with the Company's overall development strategy.

Taking into account the Company's due diligence on the financial background and strength of the Borrower and Investment Company, the stable interest income generated from the grant of the extension of the Loan, and the opportunity to develop other business relationships with the Borrower and/or its associated companies in future, such as the provision of financial advisory and/or financial services to the Borrower or its subsidiaries, the Directors consider that the terms of the Amendment Agreement are fair and reasonable, the entering into the Amendment Agreement and the grant of the extension of the Loan hereunder are in the interests of the Company and its Shareholders as a whole.

---

## LETTER FROM THE BOARD

---

### INFORMATION OF THE GROUP

As at the date of this circular, the Group is principally engaged in the securities business, investment and financing and asset management and advisory business.

### INFORMATION OF THE BORROWER AND THE INVESTMENT COMPANY

To the best of the knowledge, information and belief of the Directors, as at the date of this circular, the Borrower is a company incorporated under the laws of the British Virgin Islands with limited liability. The Borrower is an investment holding company. The Borrower is wholly-owned by Fund A, the general partner of which is wholly-owned by the Investment Company. As at the Latest Practicable Date, the Borrower is the sole shareholder of Subsidiary A, which is also a holding company and indirectly holds 25% of the registered capital of the PRC Company. The PRC Company is engaged in the sales, research and development and production of biopharmaceuticals.

To the best of the knowledge, information and belief of the Directors, as at the Latest Practicable Date, the Investment Company is a company incorporated in Hong Kong and a subsidiary of a state-owned company in the PRC. The Investment Company is principally engaged in investment activities.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Borrower, the Investment Company and their respective ultimate beneficial owners is an Independent Third Party as at the Latest Practicable Date.

### LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Loan and the grant of extension of the Loan exceed(s) 25%, the Loan and the grant of the extension of the Loan constitutes a major transaction of the Company and is subject to the reporting and announcement, and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has a material interest in the Amendment Agreement and the transactions contemplated thereunder and accordingly, no Shareholder or its/his associate(s) is required to abstain from voting if the Company were to convene a general meeting for approving the Amendment Agreement and the transactions contemplated thereunder.

---

## LETTER FROM THE BOARD

---

As at the date of this circular, CMBC Investment, a company incorporated in the British Virgin Islands and a controlling shareholder of the Company, which is interested in approximately 60.62% of the issued share capital of the Company, has given the written approval of the Amendment Agreement and such written approval has been accepted in lieu of holding a general meeting for the approval of the Amendment Agreement pursuant to Rule 14.44 of the Listing Rules. Therefore, no general meeting of the Company for the approval of the Amendment Agreement and the transactions contemplated thereunder will be convened and held.

### II. RECOMMENDATION

The Board considers that the Amendment Agreement was entered into after arm's length negotiation and the terms of the Facility Agreement as supplemented and amended by the Amendment Agreement are fair and reasonable and in the interest of the Company and Shareholders as a whole. Accordingly, the Directors would have recommended the Shareholders to vote in favour of the ordinary resolution if the Company were to convene a general meeting to approve the Amendment Agreement and the transactions contemplated thereunder.

### III. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**CMBC Capital Holdings Limited**  
**Li Jinze**  
*Chairman*

**1. FINANCIAL INFORMATION OF THE GROUP**

Financial information of the Group for the years ended 31 March 2016 and 2017, and the nine months ended 31 December 2017 respectively have been set out in the following documents which have been published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website (<http://www.cmbccap.com>):

- (i) Annual report of the Company for the year ended 31 March 2016 published on 21 July 2016 (pages 37 to 119). It can be accessed at <http://www3.hkexnews.hk/listedco/listconews/SEHK/2016/0721/LTN20160721497.pdf>
- (ii) Annual report of the Company for the year ended 31 March 2017 published on 28 June 2017 (pages 54 to 145). It can be accessed at <http://www3.hkexnews.hk/listedco/listconews/SEHK/2017/0628/LTN20170628021.pdf>
- (iii) Annual report of the Company for the nine months ended 31 December 2017 published on 27 April 2018 (pages 68 to 179). It can be accessed at <http://www3.hkexnews.hk/listedco/listconews/SEHK/2018/0427/LTN201804272082.pdf>

**2. INDEBTEDNESS**

As at the close of business on 28 February 2019 being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this circular, the Group had outstanding credit borrowings of approximately HK\$8,739.9 million, details of which are as follows:

**Borrowings:**

|  | <b>At<br/>28 February<br/>2019<br/>HK\$ million<br/>(unaudited)</b> |
|--|---|
| Notes payable with nominal value of HK\$150.0 million,<br>unsecured and unguaranteed   | 149.3   |
| Bank loan from a branch of the ultimate holding company,<br>unsecured and unguaranteed | 235.5   |
| Loan from intermediate holding company, unsecured and<br>unguaranteed                  | 6,892.8   |
| Financial assets sold under repurchase agreements,<br>secured and guaranteed           | 1,462.3   |
|  | <hr/>   |
| Total  | <b>8,739.9</b>  |
|  | <hr/>   |

**Pledged Assets**

As at 28 February 2019, borrowings under financial assets sold under repurchase agreements are fully guaranteed by the Company and secured by the underlying assets that consist of certain of the Group's financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income with total market value of HK\$2,462.5 million.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, as at the close of business on 28 February 2019, the Group did not have any issued and outstanding, or committed, loan capital, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptable credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

**3. WORKING CAPITAL**

Taking into account the effect of the entering into the Amendment Agreement by the Company and the financial resources available to the Group, the Directors are of the opinion that the working capital available to the Group is sufficient for the Group's requirements for at least twelve months from the date of this circular.

**4. FINANCIAL AND TRADING PROSPECTS**

The Company will further enhance its profitability by establishing and optimising the investment and financing business and fostering a comprehensive upgrade in the corporate finance and advisory and asset management business. In particular, the Group intends to, inter alia:

- (1) optimize the structure of the investment and financing business, focus on ancillary investment and financing services for high-quality clients who have needs regarding corporate finance and advisory and asset management. Upon selection of target industries and companies, the Company will focus on providing all-round financial services for enterprises with sustainable and steady growth in the fields of new technology, healthcare and bulk consumption, with a view to fostering the rapid growth of the investment banking and asset management business by capitalising on the investment and financing business;
- (2) further develop services related to sponsorship for listing and merger and acquisition advisory. Based on the foundation the Company built by successfully providing various enterprises with listing sponsorship and merger and acquisition services in the Reporting Year, the Company will provide elite enterprises in Mainland China with highly efficient services, fully bring into play the high-quality private enterprise client resources cultivated in Mainland China by China Minsheng and provide services for

their cross-border listing and merger and acquisition; the Company will focus on team building, launching projects in strict compliance with the law, effectively preventing any risk of violating the laws and regulations. With these efforts, the Company will gain recognition from both clients and regulatory bodies so that the Company may gradually become the leading Hong Kong-based Chinese financial services provider in the field of sponsorship for listing and merger and acquisition advisory;

- (3) make use of innovative products and services as well as the advantages of China Minsheng in terms of clientele and networks, taking into account the diversified needs of high-net-worth clients in Greater China and leveraging the diversified portfolio of private equity products to effectively foster the upgrade and development of asset management business, with a view to providing different kinds of high-net-worth individual clients or high-quality corporate clients with diversified asset management services; and
- (4) pay close attention to the investment targets or partners which create synergy with the Group and China Minsheng in order to enhance the quality and pace of the Group's development. The Group will expedite its development and enhance its competitiveness among its peers through strategic financial investments or establishment of close cooperation. The Group will continue to focus on emerging enterprises with synergy, healthy fundamentals and continuous increase in both revenue and profit as potential targets for cooperation.

On the whole, the Group will press ahead with the upgraded “one-body and two-wings” strategy to develop our business. The upgraded “one-body” refers to the optimisation of the existing investment and financing structure with a focus on addressing the balance of direct benefits and indirect benefits from investment and financing activities and promoting close integration between the investment and financing business and businesses such as merger and acquisition, listing and asset management. Closer ties between the development of the investment and financing business and that of the investment banking and asset management business will be established. While the upgraded “two-wings” strategy will strengthen the development of the investment banking and asset management business in such aspects as human resources, financial resources and various systems and mechanisms, due attention will be paid to the enhancement of quality and branding in the development of the corporate financing and advisory and asset management segment, instead of a mere consideration in respect of the number of projects handled or revenue.

**5. EFFECT OF ENTERING INTO THE AMENDMENT AGREEMENT BY THE COMPANY ON THE EARNINGS AND ASSETS AND LIABILITIES OF THE GROUP****Assets and liabilities**

As a result of entering into the Amendment Agreement by the Group, it is expected that the continuation of the provision of the Loan by the Group to the Borrower pursuant to the Facility Agreement (as amended by the Amendment Agreement) will not cause any change to the assets and liabilities of the Group.

**Earnings**

Since the interest income, the fund allocation fee and the arrangement fee will be received by the Company under the Amendment Agreement, the earnings of the Group will increase by an amount equivalent to such income and fees arising from the Amendment Agreement in the relevant period. On the other hand, interest expenses and other fees are to be paid by the Company for entering into the Amendment Agreement, which will decrease the earnings of the Group by an amount equivalent to such expenses. Given these financial effects, the Directors expect that there will be no significant adverse impact on the Group's consolidated profit or loss.

**1. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

**2. INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE**

As at the Latest Practicable Date, none of the Directors or chief executive of the Company (and their respective associate(s)) had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO to be entered into the register referred to therein or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange.

**3. DIRECTORS' COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors nor his close associates is and was interested in any business which competes or may compete, either directly or indirectly, with the business of the Group.

**4. INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP**

As at the Latest Practicable Date, none of the Directors had any interest in any assets which have been, since 31 December 2017 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement, subsisting at the date of this circular, which is significant in relation to the business of the Group.



**5. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

**6. MATERIAL ADVERSE CHANGE**

As the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2017, the date to which the latest published audited consolidated financial statements of the Group were made up.

**7. MATERIAL CONTRACTS**

The following contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by the members of the Group within two years preceding the date of this circular which are, or may be, material:

- (a) the acquisition agreement dated 27 July 2017 entered into between the Company and CMBC International Holdings Limited for the entire issued share capital of CMBCCF;
- (b) the acquisition agreement dated 27 July 2017 entered into between the Company and CMBC International Holdings Limited for the entire issued share capital of CMBC International Capital Limited;
- (c) a conditional placing agreement entered into between the Company and certain placing agents (CCB International Capital Limited, Haitong International Securities Company Limited, Zhongtai International Securities Limited and CMBC Securities Company Limited) dated 3 July 2018 in relation to the placing of up to 830,000,000 Shares; and
- (d) the conditional subscription agreement dated 3 July 2018 and entered into between the Company as issuer and CMBC Investment as subscriber in relation to the subscription for a total of 1,350,000,000 new Shares issued by the Company, and the supplemental agreement dated 5 October 2018 in relation to extension of the long stop date.

**8. LITIGATION**

Save as disclosed below, as at the Latest Practicable Date, none of the members of the Group was engaged in any litigation, or claim of material importance, and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

As disclosed in the announcement dated 18 December 2018 made by the Company, the SFC has instituted disclosure proceedings in the Market Misconduct Tribunal of Hong Kong against the Company and six of its former directors for a possible breach of the disclosure requirement under sections 307B and 307G of Part XIVA of the SFO in 2014. For details, please refer to the Company's announcement dated 18 December 2018.

## **9. MISCELLANEOUS**

- (a) The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The head office and principal place of business of the Company is located at 45/F, One Exchange Square, Central, Hong Kong.
- (c) The company secretary of the Company is Mr. Ho Yau Cheung, a solicitor qualified in Hong Kong.
- (d) The principal share registrar of the Company and transfer office is MUFG Fund Services (Bermuda) Limited, which is located at 26 Burnaby Street, Hamilton HM11, Bermuda.
- (e) The branch share registrar of the Company in Hong Kong is Tricor Tengis Limited situated at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (f) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

## **10. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours from 9:00 a.m. to 5:00 p.m., at the Company's principal place of business in Hong Kong at 45/F, One Exchange Square, Central, Hong Kong for a period of 14 days (other than Saturdays, Sundays and public holidays) from the date of this circular:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the material contracts referred to under the paragraph headed "Material Contracts" in this Appendix;
- (c) the annual reports of the Company for the year ended 31 March 2016 and 2017, and the nine months ended 31 December 2017 together with all notes, certificates or information required by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time;
- (d) this circular;

- (e) a circular of the Company dated 25 January 2019;
- (f) a circular of the Company dated 31 October 2018;
- (g) a circular of the Company dated 3 September 2018;
- (h) a circular of the Company dated 28 August 2018;
- (i) a circular of the Company dated 24 August 2018;
- (j) a circular of the Company dated 29 May 2018; and
- (k) a circular of the Company dated 25 May 2018.